

In re:

QVL PHARMACY HOLDINGS, INC.,

Debtor.

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ASCLEPIUS PANACEA, LLC,  
ASCLEPIUS PANACEA GP, LLC,  
DAILY PHARMACY, LLC, DAILY  
PHARMACY GP, LLC, and  
TOTH ENTERPRISES II, P.A. D/B/A  
VICTORY MEDICAL CENTER

Plaintiffs,

v.

QVL PHARMACY #181 GP, LLC, QVL  
PHARMACY # 162 GP, LLC, QVL  
PHARMACY HOLDINGS, INC., and  
TODD ENRIGHT, INDIVIDUALLY

Defendants.

Chapter 11  
Case No. 15-14983-FJB  
(United States Bankruptcy Court for the  
District of Massachusetts)

Adversary Proceeding  
No.: \_\_\_\_\_

Now come Defendants, QVL Pharmacy Holdings, Inc. (“QVL”) and Todd Enright, individually (“Mr. Enright”) and notice their removal of the above-captioned action now pending in the District Court in the State of Texas, Travis County and there docketed as Cause N0. D-1-GN-14-004689 (the “Texas State Action”), in accordance with 28 U.S.C. § 1452 and Bankruptcy Rule 9027. As reasons therefore, QVL and Mr. Enright state that the removed action is directly related to the following case under Title 11 of the United States Code, pending in the United

States Bankruptcy Court for the District of Massachusetts: *In re: QVL Pharmacy Holdings, Inc.*, Case No. 15-14983-FJB, filed on December 29, 2015 (the “Massachusetts Bankruptcy Case”).

Further with respect to QVL and Mr. Enright’s removal of the Texas State Action, and in accordance with 28 U.S.C. §§ 1452 and 1334, Bankruptcy Rule 9027, and Local Rule 9027, QVL and Mr. Enright state the following:

1. The Texas State Action is not a proceeding before the United States Tax Court or a governmental unit to enforce its police or regulatory power.
  2. Travis County, where the Texas State Action was filed, is located in the Western District of Texas.
  3. In accordance with Bankruptcy Rule 9027 and Local Rule 9027 for the United States Bankruptcy Court for the Western District of Texas, attached hereto as Exhibit A, please find a copy of the docket sheet and all pleadings, process, orders, and writs.
  4. This Notice of Removal is properly filed in the United States Bankruptcy Court for the Western District of Texas.<sup>1</sup>
  5. The Texas State Action is directly related to the Massachusetts Bankruptcy Case.
- QVL and Mr. Enright make the following short and plain statement of the facts which entitles them to file this Notice of Removal:

Defendant in the Texas State Action, QVL filed a voluntary petition under Chapter 11 in the United States Bankruptcy Court for the District of Massachusetts on December 29, 2015. QVL continues to manage its property consistent with the duties and obligations set forth in the Bankruptcy Code. Prior to the Petition Date, QVL operated a chain of retail pharmacies in Texas specializing in hard-to-find medications (including controlled medications) and dispensing written prescriptions. The Texas State Action involves an equity purchase of two pharmacy locations from QVL. The Plaintiffs in the Texas State Action claim that the equity purchase had been conceived by the Defendants as a fraudulent

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<sup>1</sup> See Local Rule 9027 for the United States Bankruptcy Court for the Western District of Texas (“A notice of removal pursuant to 28 U.S.C. § 1452(a) shall be filed with the Clerk of the Bankruptcy Court.”); See also Order of Reference of Bankruptcy Cases and Proceedings #13-01 (October 4, 2013).

scheme to sell off two locations to the Plaintiffs, but keep the revenue those two locations generated despite the agreement to contractual provisions that Defendants never intended to follow. On March 15, 2016 (the Claims Bar Date in the Massachusetts Bankruptcy Case) Plaintiffs Asclepius Panacea, LLC, Asclepius Panacea GP, LLC, Daily Pharmacy, LLC, Daily Pharmacy GP, LLC each filed a Proof of Claim in the Massachusetts Bankruptcy Case and as support for their Proofs of Claim, attached the petition filed in the Texas State Action (See Claim Nos. 29-32 in the Massachusetts Bankruptcy Case). QVL intends to object each of the four Proofs of Claim. Therefore, pursuant to 28 U.S.C. § 1452, there exists a jurisdictional basis for this removal.

6. Upon removal, the Texas State Action is a core proceeding as defined in 28 U.S.C. § 157(b)(2)(A) ( “matters concerning the administration of the estate”); and (B) (“allowance or disallowance of claims against the estate or exemptions from property of the estate, and estimation of claims or interests for the purposes of confirming a plan under chapter 11, 12, or 13 of title 11b”).

7. QVL and Mr. Enright intend to move, after removal, for the transfer of the Texas State Action to the United States Bankruptcy Court for the District of Massachusetts where four of the Plaintiffs in the Texas State Action voluntarily filed Proofs of Claim.

8. Defendants QVL Pharmacy #181 GP, LLC and QVL Pharmacy # 162 GP, LLC consent to removal of this case and to its transfer to the United States Bankruptcy Court for the District of Massachusetts.

Respectfully Submitted,

Todd Enright,

By his attorney,

Dated: March 24, 2016

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and

QVL Pharmacy Holdings, Inc.

By its attorneys,

/s/ Todd Gordon  
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